



UCC-01

**State of Mississippi UCC-1
Financing Statement**
1. Debtors (Last Name first for individuals)

Book & Page: _____

Filed with: _____

Captain D's, Inc.							
Last Name	First Name	Middle Name		Last Name	First Name	Middle Name	
1727 Elm Hill Pike							
Mailing Address				Mailing Address			
Nashville	TN	37210					
City	State	Cty Cd	ZIP	City	State	Cty Cd	ZIP
62-0799798		<input type="checkbox"/> Transmitting Utility					
Tax ID/SSN				Tax ID/SSN			

2. Secured Party (Last Name first for individuals)**3. Assignee (Last Name first for individuals)**

Bank of America, N.A., as Administrative Agent							
Business Name				Business Name			
100 North Tryon Street, 17th Floor							
Mailing Address				Mailing Address			
Charlotte	NC	28255					
City	State	Cty Cd	ZIP	City	State	Cty Cd	ZIP
Tax ID/SSN				Tax ID/SSN			

4. This financing statement covers the following types (or items) of property:

CSC ID:99511 MS-De Soto County

All of the Debtor's right, title and interest, whether now owned or hereafter acquired, and whether now or hereafter existing, in and to all equipment and fixtures and any distributions and other amounts or property received thereon or in respect thereof and all proceeds of any and all of the foregoing, all as more fully described on Schedule I attached hereto in respect of the real estate described on Exhibit A attached hereto.

This financing statement is to be cross-indexed in the real estate mortgage records. The record owner of the real estate is TPI Properties, Inc.

COURT EXPLORERS, INC
300 RECTOR PLACE
NEW YORK, NY 10280
212-945-6324

Shoney's

5. Check if this statement is filed without the Debtor's signature to perfect a security interest in collateral

- | | |
|---|--|
| <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state or when Debtor's location was changed to this state | <input type="checkbox"/> where the original filing has lapsed |
| <input type="checkbox"/> which is proceeds if the security interest in the original collateral was perfected | <input type="checkbox"/> if lien to secured payment of royalty proceeds (effective 1 year) |
| <input type="checkbox"/> acquired after a change of name, identity, or corporate structure of the Debtor | |

Office Use Only

6. Check if covered: ☒ Products of Collateral**7. Number of additional sheets attached:**

0

Captain D's, Inc.	Bank of America, N.A., as Administrative Agent
Signature of Debtor	Signature of Secured Party
Signature of Debtor	Signature of Secured Party (Required only when filed without Debtor Signature)

SCHEDULE 1**To Uniform Commercial Code Financing Statement**

This financing statement covers all of the following property of the Debtor, whether now or hereafter acquired, wherever located and whether now or hereafter existing (collectively, the "Collateral"):

- (a) all of such Debtor's right, title and interest, whether now owned or hereafter acquired, in and to all equipment in all of its forms, located on the real property described on Exhibit A, now or hereafter existing on all parts thereof and all accessions thereto;
- (b) any and all interest of such Debtor in and to all buildings, structures, replacements, furnishings, fixtures, fittings, and other improvements and property of every kind and character now or hereafter located or erected on the property described on Exhibit A and owned or purported to be owned by such Debtor, together with all building or construction materials, equipment, appliances, machinery, plant equipment, fittings, apparatus, fixtures and other articles of any kind or nature whatsoever now or hereafter found on, affixed to or attached to the property described in such Exhibit A and owned or purported to be owned by such Debtor, including (without limitation) all motors, boilers, engines and devices for the operation of pumps, and all heating, electrical, lighting, power, plumbing, air conditioning, refrigeration and ventilation equipment, booths, counters and signs; and
- (c) all proceeds of any and all of the foregoing Collateral (including, without limitation, proceeds that constitute property of the types described in clauses (a) and (b) above, and, to the extent not otherwise included, all (i) payments under insurance (whether or not the Secured Party is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Collateral and (ii) cash proceeds.

EXHIBIT A

Store No. 3111
Desoto County, Mississippi

Land in Desoto County, Mississippi, more particularly described as follows:

Lot 2 and Lot 3, Mosby Stateline Road Commercial Park Subdivision, in Section 14, Township 1 South, Range 8 West, DeSoto County, Mississippi, as shown by plat appearing of record in Plat Book 17, Page 14, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads.

Being property conveyed to Shoney's South, Inc. by Warranty Deed of record in Book 137, Page 383, in the Office of the Office of the Chancery Clerk of Desoto County, Mississippi; the said Shoney's South, Inc. having changed its name to TPI Restaurants, Inc.